REVOLUGROUP CANADA INC.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

FOR THE SIX MONTHS ENDED NOVEMBER 30, 2023 AND 2022

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited consolidated interim financial statements for the period ended November 30, 2023.

REVOLUGROUP CANADA INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian Dollars)
AS AT NOVEMBER 30, 2023 AND MAY 31, 2023

	Note		**November 30, 2023**		**May 31, 2023**
ASSETS					
Current assets					
Cash		$	703,775	$	612,355
Restricted cash	*9*		1,061,960		456,826
Receivables and prepaid expenses	*6, 12*		332,426		309,198
			2,098,161		1,378,379
Non-current assets					
Property and equipment	*7*		147,096		153,781
Intangible assets	*8*		514,446		514,446
TOTAL ASSETS		$	2,759,703	$	2,046,606
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current					
Accounts payable and accrued liabilities	*9, 12*	$	1,370,075	$	829,304
Customer deposits			41,185		36,938
			1,411,260		866,242
TOTAL LIABILITIES			1,411,260		866,242
SHAREHOLDERS' EQUITY					
Capital stock	*10*		35,907,712		34,399,436
Reserves	*10*		3,291,003		2,975,904
Accumulated other comprehensive loss			(143,271)		(129,556)
Deficit			(37,707,001)		(36,065,420)
TOTAL SHAREHOLDERS' EQUITY			1,348,443		1,180,364
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		$	2,759,703	$	2,046,606

Nature of operations and going concern (Note 1)
Commitments (Note 14)
Subsequent events (Note 15)

Approved and authorized for issue by the Board of Directors on January 29, 2024:

"Gavin McMillan" Director *"Bernard Lonis"* Director

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

REVOLUGROUP CANADA INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited - Expressed in Canadian Dollars)
SIX MONTHS ENDED NOVEMBER 30, 2023 and 2022

	Note		2023 (3 Months)	2022 (3 Months)	2023	2022
REVENUE						
Service revenue		$	136,982	85,229	272,284	176,718
Cost of services			(39,126)	(25,510)	(84,288)	(40,630)
Gross profit			97,856	59,719	187,996	136,088
GENERAL AND ADMINISTRATIVE EXPENSES						
Administrative	*12*		70,402	89,448	141,095	170,884
Amortization	*7*		14,196	16,765	27,909	47,378
Banking fees			33,393	28,444	51,986	58,887
Consulting fees	*12*		385,749	268,784	532,632	421,599
Leases			2,139	1,918	4,249	3,745
Market awareness and advertising			-	-	8,256	-
Office and miscellaneous			105,454	93,683	183,449	166,344
Professional fees	*12*		78,919	81,739	124,453	129,242
Rent and parking			20,845	30,972	49,262	61,665
Share-based compensation	*10, 12*		103,027	-	315,099	-
Shareholder communications			12,131	58,416	17,931	114,982
Telephone			2,985	4,070	5,682	8,804
Trademark, application and web-site costs			284,610	5,467	341,259	6,452
Transfer agent and filing fees			19,559	8,888	22,856	14,373
Travel			3,459	987	3,459	2,037
			(1,136,868)	(689,581)	(1,829,577)	(1,206,392)
Net loss for the period			(1,039,012)	(629,862)	(1,641,581)	(1,070,304)
Cumulative translation adjustment gain (loss)			4,149	68,851	(13,715)	49,304
Comprehensive loss for the period		$	(1,034,863)	(561,011)	(1,655,296)	(1,021,000)
Basic and diluted loss per common share		$	(0.005)	(0.003)	(0.008)	(0.005)
Weighted average number of shares outstanding - basic and diluted			224,212,906	190,792,393	204,082,772	189,425,768

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

REVOLUGROUP CANADA INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited - Expressed in Canadian Dollars)
SIX MONTHS ENDED NOVEMBER 30, 2023 AND 2022

	Note	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss for the period		$ (1,641,581)	$ (1,070,304)
Items not affecting cash:			
Amortization	*7*	27,909	47,378
Share-based compensation	*10*	315,099	-
Changes in non-cash working capital items:			
Increase in restricted cash		(605,134)	(174,560)
(Increase) decrease in receivables and prepaid expenses		(23,228)	39,420
Increase in customer deposits		4,247	3,468
Increase in accounts payable and accrued liabilities		540,771	199,325
Net cash used in operating activities		(1,381,917)	(955,273)
CASH FLOWS FROM INVESTING ACTIVITY			
Purchase of equipment	*7*	(18,402)	(49,901)
Net cash used in investing activities		(18,402)	(49,901)
CASH FLOWS FROM FINANCING ACTIVITIES			
Net proceeds from issuance of capital stock	*10*	1,508,276	-
Proceeds from exercises of options and warrants	*10*	-	651,346
Net cash provided by financing activities		1,508,276	651,346
Effect of foreign exchange on cash		(16,537)	36,149
Increase (decrease) in cash		91,420	(317,679)
Cash, beginning of year		612,355	1,307,496
Cash, end of period		$ 703,775	$ 989,817

Supplemental disclosures with respect to cash flows (Note 13)

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

REVOLUGROUP CANADA INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGE IN SHAREHOLDERS' EQUITY
(Unaudited - Expressed in Canadian Dollars)
SIX MONTHS ENDED NOVEMBER 30, 2023 AND 2022

	Capital Stock										
	Number		**Amount**		**Reserves**		**Accumulated other comprehensive income (loss)**		**Deficit**		**Total Shareholders' Equity**
Balance, May 31, 2022	**186,969,692**	**$**	**32,443,157**	**$**	**2,667,270**	**$**	**(172,129)**	**$**	**(33,260,120)**	**$**	**1,678,178**
Exercise of options	2,748,500		913,705		(262,359)		-		-		651,346
Shares issued in exchange for intangible assets	2,638,184		514,446		-		-		-		514,446
Cumulative translation adjustment	-		-		-		49,304		-		49,304
Loss for the period	-		-		-		-		(1,070,304)		(1,070,304)
Balance, November 30, 2022	**192,356,376**	**$**	**33,871,308**	**$**	**2,404,911**	**$**	**(122,825)**	**$**	**(34,330,424)**	**$**	**1,822,970**
Balance, May 31, 2023	**194,047,376**	**$**	**34,399,436**	**$**	**2,975,904**	**$**	**(129,556)**	**$**	**(36,065,420)**	**$**	**1,180,364**
Private placement	30,165,530		1,508,276		-		-		-		1,508,276
Share-based compensation	-		-		315,099		-		-		315,099
Cumulative translation adjustment	-		-		-		(13,715)		-		(13,715)
Loss for the period	-		-		-		-		(1,641,581)		(1,641,581)
Balance, November 30, 2023	**224,212,906**	**$**	**35,907,712**	**$**	**3,291,003**	**$**	**(143,271)**	**$**	**(37,707,001)**	**$**	**1,348,443**

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

RevoluGROUP Canada Inc. (the "Company") is incorporated under the laws of British Columbia, Canada. The head office of the Company is located at Suite #211 – 4388 Still Creek Drive, Burnaby, British Columbia, Canada. The registered and records offices are located at Suite #1710 – 1177 West Hastings Street, Vancouver, British Columbia, Canada.

The Company conducts various operations through its subsidiaries RevoluPAY S.L. (EU Financial Institution 6900), Travelucion S.L.(licensed and bonded Travel Company), RevoluGROUP USA Inc. (licensed USA MSB II), RP Payment Services S.L, (Central Bank Approved Crypto Storage and Trading), RevoluVIP International Inc, (FINTRAC Registered Money Service Business) and RevoluFIN Inc.

Travelucion S.L. ("Travelucion") provides online and digital media services to international visitors to the Caribbean, and worldwide travel via RevoluVIP and tour marketing as well as sales directly between travelers and travel suppliers via a Members Only Travel Club. The Company markets worldwide tourism through multilingual content-based and e-commerce 614 websites.

Travelucion also promotes global travel services to club members of the Company's subsidiary, RevoluVIP International Inc. ("RevoluVIP"), a member's only worldwide travel club providing tiered membership programs with various discounts and benefits.

RevoluGROUP USA Inc, domiciled in Miami; Florida is a FINCEN Registered Money Service Business (MSB II) category II. The wholly owned subsidiary spearheads deployment of RevoluPAY banking technology in the United States of America.

RP Payment Services S.L Barcelona, Spain manages the inflows from numerous revenue verticals such as, but not limited to, RevoluCHARGE, RevolUTILITY, RevoluEGAME, and Central Bank EU-approved Crypto Storage and Trading entity.

RevoluVIP International Inc domiciled in Vancouver; BC is a FINTRAC Registered Money Service Business. The wholly owned subsidiary spearheads deployment of RevoluPAY banking technology in Canada.

RevoluPAY S.L. ("RevoluPAY") is an EU financial institution 6900, licensed in 27 countries and a PSD2 Banking licensed entity providing extensive financial technology including payment app RevoluPAY designed as a worldwide payment platform. RevoluPAY is a certified affiliate of Visa® for the issuance of cards and payment acquiring. RevoluPAY offers white-label financial technology systems to qualified entities and financial services through multiple financial licenses.

RevoluFIN Inc. Panama City, Panama provides support for letters of credit clearance through RevoluPAY, bridge financing services and is pursuing a MSB License in Dubai, UAE.

These consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than a forced liquidation. As at November 30, 2023, the Company had not yet achieved profitable operations, with a deficit of $37,707,001 and working capital of $686,901. The Company's ability to generate working capital may not be enough to sustain operations over the next twelve months. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent upon its ability to generate cash flows from operations and to obtain any additional financing necessary to sustain operations as well as through debt or equity. There can be no assurance that management's future financing efforts will be successful. The availability of financing is affected by the state of debt and equity markets, investor perceptions and expectations, and the global financial markets.

1. NATURE OF OPERATIONS AND GOING CONCERN (cont'd…)

If the going concern assumption were not appropriate for these consolidated financial statements, then adjustments would be necessary to the carrying values of assets, liabilities, the results of operations and the statement of financial position classifications used and such adjustments could be material.

2. BASIS OF PREPARATION

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB ("International Accounting Standards Board") applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34, 'Interim Financial Reporting'. The accounting policies followed in these financial statements are the same as those applied in the Company's annual consolidated financial statements for the year ended May 31, 2023.

These financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Use of estimates and critical accounting judgments

The preparation of these consolidated financial statements require management to make judgments, estimates and assumptions that affect the reported amounts and valuations of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the period reported. Management uses its best estimates for these purposes, based on assumptions that it believes reflect the most probable set of economic conditions and planned courses of action. While actual results could differ materially from these estimates, no specific sources of estimation uncertainty have been identified by management that are believed to have a significant risk of resulting in a material adjustment within the next financial year to the carrying amount of the Company's assets and liabilities as recorded at November 30, 2023.

(a) Judgments

i) Going concern risk assessment (see Note 1)
ii) The determination of the functional currencies
iii) Principal versus agent consideration in the application of IFRS 15

(b) Estimates

i) Intangible valuation and impairment analysis
ii) Estimates used in Black-Scholes Option Pricing Model (see Note 10)

(Unaudited - Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries.

Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Significant inter-company transactions and balances have been eliminated on consolidation.

Name of Subsidiary	Place of Incorporation	Percentage Ownership August 31, 2023	Percentage ownership May 31, 2023	Principal Activity	Functional Currency
Travelucion S.L. (“Travelucion”)	Canary Islands, Spain	100%	100%	Tourism	EUR
RevoluPAY S.L. (“RevoluPAY®”)	Barcelona, Spain	100%	100%	Banking - EU PSD Payment Institution	EUR
RP Payment Services S.L	Barcelona, Spain	100%	100%	Software development – Central Bank Approved Crypto Trading & Storage	EUR
RevoluVIP International Inc.	Vancouver, Canada	100%	100%	FINTRAC MSB & VIP memberships	CAD
RevoluFIN Inc.	Panama	100%	100%	Travel promotion & banking	USD
RevoluGROUP USA Inc. (“RevoluGROUP®”)	Miami, Florida	100%	100%	Money Service Business (MSB II) remittances	USD

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars which is also the parent company's functional currency. Each entity in the Company determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

The functional currency for each entity consolidated with the Company is determined by the currency of the primary economic environment in which it operates.

1) Transactions and balances in foreign currencies

Transactions in foreign currencies are initially recorded by the Company's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognized in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

2) Group companies

On consolidation, the assets and liabilities of foreign operations are translated into Canadian Dollars at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates that approximate the rates prevailing at the dates of the transactions. These rates are based on the average monthly rates or the average annual rates during which the transactions occur, unless there is significant volatility of exchange rates, when the Company uses rates on a more frequent basis. The exchange differences arising on translation for consolidation are recognized in other comprehensive income (loss). On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognized in profit or loss.

Restricted cash

Restricted cash consists of deposits received by customers through the RevoluPAY payment app. The Company is restricted from using these funds for general working capital purposes, as the cash represents deposits made by customers. Restricted cash is considered current as it offsets an equivalent liability presented within accounts payable and accrued liabilities.

Intangible assets

Upon acquisition, identifiable intangible assets are recorded at fair value and are carried at cost less accumulated amortization. Identifiable intangible assets with finite useful lives are amortized on a straight-line basis over their estimated useful lives. Any indefinite life intangible assets are tested for impairment annually, or more frequently if there is an indication that the intangible asset may be impaired. The indefinite life assumption is reviewed each reporting period to determine if it continues to be supportable. If the indefinite life assessment is no longer deemed supportable, the change in useful life from indefinite to finite is made. Any change is accounted for prospectively as a change in accounting estimate.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Property and equipment

Property and equipment is recorded at cost less accumulated amortization and impairment losses at the following amortization rates:

Leasehold improvements	5 years	straight-line
Software and applications	20 – 30%	declining balance
Furniture and equipment	20 – 30%	declining balance

Revenue Recognition

The Company recognizes revenue in accordance with IFRS 15.

Travelucion revenues are recognized on a gross basis, when a service has been delivered, with the cost of obtaining the service being presented as cost of sales. When evaluating presentation of revenue, the Company looks at whether the transaction represents a principal or agency relationship. A party is considered a principal if:

- The entity has the primary responsibility for providing the services to the customer,
- The entity has inventory risk before or after the customer order, during shipping or return,
- The entity has latitude in establishing prices, either directly or indirectly,
- The entity bears the customer's credit risk on the receivable due from the customer.

The Company obtains revenue primarily from the sale of hotel rooms, rental cars and tours. These services are purchased from the suppliers with Travelucion bearing responsibility for customer satisfaction, obtaining customers for purchased services (inventory risk), setting the price, and collection of all receivables. As a result, Travelucion is considered the principal in these sales transactions. Deposits received from customers that are subsequently refunded or for subsequent services rendered are classified as a liability - customer deposits.

RevoluPAY earns revenue primarily by charging commissions and fees for issuing virtual credit cards and completing payment transactions for customers based on the volume of activity processed on the Company's platform. RevoluPAY also charges consumers to fund or draw from their accounts and generates revenue from consumers on fees charged for foreign currency exchange.

Revenue is recognized at the fair value of the consideration received as the applicable service is provided. Revenue consists of commission fees earned in consideration for providing payment processing services and related activities. Where fees are charged for payment processing but the Company has not finalized the payment to the merchant, fees received are included in deferred revenue.

RevoluCHARGE revenues are recognized on a gross basis, when the pay-as-you-go minutes are sold to the customer, with the cost of acquiring the minutes being presented as cost of sales. When evaluating presentation of revenue, the Company looks at whether the transaction represents a principle or agency relationship. This service is purchased from the suppliers with RevoluCHARGE bearing responsibility for customer satisfaction, setting the price and collection of all receivables. As a result, RevoluCHARGE is considered the principle in these sales transactions.

Revenue is also derived from licensing of RevoluPAY products and customer specific software developments and training. For customized software development, revenue is recognized over time as the software development progress. Judgement is required in identifying an appropriate method to measure the progress towards complete satisfaction of such performance obligations. Progress of development agreements is measured based on the direct costs incurred to date in developing the software and revenue is recognized once there is a present right to payment for the services provided. For licenses or subscriptions, providing third parties access to RevoluPAY applications and platforms, revenue is recognized over the term of the license agreement.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Impairment

At the end of each reporting period, the Company's long-lived assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Share-based compensation

The Company grants stock options to acquire common shares of the Company to directors, officers, employees, and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. A corresponding increase in reserves is recorded when stock options are expensed.

When stock options are exercised, capital stock is credited by the sum of the consideration paid and the related portion of share-based compensation previously recorded in reserves. Consideration paid for the shares on the exercise of stock options is credited to capital stock.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based compensation. Otherwise, share-based compensation is measured at the fair value of goods or services received.

When vested options are forfeited or are not exercised at the expiry date, the amount previously recognized in reserves remains in the same account. The Company estimates a forfeiture rate and adjusts the corresponding expense each period based on an updated forfeiture estimate.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Income taxes

Income tax on the profit or loss for the years presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded by providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive. For the years presented, the calculation proved to be anti-dilutive.

Capital Stock

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

The Company has adopted the residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to common shares issued in the private placements at their fair value, as determined by the trading price on the announcement date. The balance, if any, is allocated to the warrants. Any fair value attributed to the warrants is recorded in reserves. When warrants are not exercised at the expiry date, the amount previously recognized in reserves remains in the same account.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Financial instruments

Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

The Company's accounting policy for each of the categories is as follows:

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets held at FVTPL are included in the statement of profit or loss in the period.

Financial assets at FVTOCI: Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income (loss) in which they arise.

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

Impairment of financial assets at amortized cost: The Company assesses all information available, including on a forward-looking basis, the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as the reporting date, with the risk of default as at the date of initial recognition, based on all information available, and reasonable and supportive forward-looking information.

Financial liabilities

Financial liabilities at amortized cost: Financial liabilities at amortized cost are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost using the effective interest method.

The following table shows the classification of the Company's financial assets under IFRS 9:

Financial instruments	IFRS 9 Classification
Cash	FVTPL
Restricted cash	FVTPL
Receivables	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Customer deposits	Amortized cost

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Financial instruments (cont'd…)

Financial instrument disclosures

The Company provides disclosures that enable users to evaluate (a) the significance of financial instruments for the entity's financial position and performance; and (b) the nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the date of the statement of financial position, and how the entity manages these risks.

The Company provides information about its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Lease

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company assesses whether the contract involves the use of an identified asset, whether the right to obtain substantially all of the economic benefits from use of the asset during the term of the arrangement exists, and if the Company has the right to direct the use of the asset. At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative standalone prices.

As a lessee, the Company recognizes a right-of-use asset and a lease liability at the commencement date of a lease. The right-of-use asset is initially measured at cost, which is comprised of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any decommissioning and restoration costs, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight line method from the commencement date to the earlier of the end of the lease term, or the end of the useful life of the asset. In addition, the right-of-use asset may be reduced due to impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

A lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by the interest rate implicit in the lease, or if that rate cannot be readily determined, the incremental borrowing rate. Lease payments included in the measurement of the lease liability are comprised of:

- fixed payments, including in-substance fixed payments, less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;
- exercise prices of purchase options if the Company is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Lease (cont'd…)

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, or if there is a change in the estimate or assessment of the expected amount payable under a residual value guarantee, purchase, extension or termination option. Variable lease payments not included in the initial measurement of the lease liability are charged directly to profit or loss.

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The lease payments associated with these leases are charged directly to profit or loss on a straight-line basis over the lease term.

New accounting standards

No new accounting standards were adopted in the 2023 year-end which had a significant impact on the consolidated financial statements.

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the IFRIC that are mandatory for future accounting periods. The Company has not identified any new standards, interpretations or amendments to existing standards that are expected to have an impact on the Company's consolidated financial statements..

4. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to support its operations. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders, benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In the management of capital, the Company includes components of shareholders' equity.

To maintain or adjust the capital structure, the Company may issue new shares, issue debt or sell assets to meet financial obligations. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the period ended November 30, 2023.

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Cash and restricted cash are carried at fair value using a Level 1 fair value measurement. The carrying values of receivables, accounts payable and accrued liabilities, and customer deposits approximate their fair value because of the short-term nature of these instruments.

Financial risk factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counter-party's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash, restricted cash and receivables. Management believes that the credit risk concentration with respect to financial instruments included in receivables is remote because these instruments are due primarily from government agencies and cash and restricted cash are held with reputable financial institutions.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at November 30, 2023, the Company had a combined cash and restricted cash balance of $1,765,735 (May 31, 2023 - $1,069,181) to settle current liabilities of $1,411,260 (May 31, 2023 - $866,242). All of the Company's financial liabilities are subject to normal trade terms. The Company will require additional financing to meet its obligations as they come due. These matters are discussed in Note 1.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

(a) Interest rate risk

The Company holds cash balances with financial institutions. The Company's policy is to invest excess cash in guaranteed investment certificates with Canadian banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The impact of a 1% change in interest rates would not have a significant effect on interest income.

(b) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, restricted cash, receivables, accounts payable and accrued liabilities, and customer deposits that are denominated in either Euro or US dollar. A 10% fluctuation in Euro or US dollar against the Canadian dollar would not result in any material change in net loss for the period ended November 30, 2023.

(Unaudited - Expressed in Canadian Dollars)

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd…)

Financial risk factors (cont'd…)

Market risk (cont'd…)

(c) Price risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

6. RECEIVABLES AND PREPAID EXPENSES

The Company's receivables and prepaid expenses are broken down as follows:

		November 30, 2023		May 31, 2023
Sales tax receivable	$	30,848	$	26,233
Other receivables		6,896		6,200
Prepaid expenses and deposits		294,682		276,765
Total receivables and prepaid expenses	$	332,426	$	309,198

(Unaudited - Expressed in Canadian Dollars)

7. PROPERTY AND EQUIPMENT

		Furniture & equipment		Software & applications		Right-of-use assets		Total
Cost								
Balance, May 31, 2022	$	79,087	$	267,255	$	559,625	$	905,967
Additions for the year		-		75,034		-		75,034
Effect on Foreign exchange		3,088		23,496		-		26,584
Termination of lease		-		-		(559,625)		(559,625)
Balance, May 31, 2023	$	82,175	$	365,785	$	-	$	447,960
Additions for the period		4,877		13,525		-		18,402
Effect on Foreign exchange		1,303		3,400		-		4,703
Balance, November 30, 2023	$	88,355	$	382,710	$	-	$	471,065
Accumulated amortization								
Balance, May 31, 2022	$	74,837	$	154,226	$	405,137	$	634,200
Additions for the year		4,529		45,236		-		49,765
Effect on Foreign exchange		2,421		12,930		-		15,351
Termination of lease		-		-		(405,137)		(405,137)
Balance, May 31, 2023	$	81,787	$	212,392	$	-	$	294,179
Additions for the period		2,427		25,483		-		27,910
Effect on Foreign exchange		492		1,388		-		1,880
Balance, November 30, 2023	$	84,706	$	239,263	$	-	$	323,969
Carrying amounts								
As at May 31, 2023	$	388	$	153,393	$	-	$	153,781
As at November 30, 2023	$	3,649	$	143,447	$	-	$	147,096

8. INTANGIBLE ASSETS

The Company's intangible assets consist of the VIP Collection, a collection of 182 domain names and websites (Notes 10 and 11). The intangible assets are considered to have an indefinite life and are tested for impairment annually.

9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities for the Company are broken down as follows:

		November 30, 2023		May 31, 2023
Trade payables (1)	$	1,370,075	$	738,304
Accrued liabilities		-		91,000
	$	1,370,075	$	829,304

(1) Includes $1,061,960 (May 31, 2023 - $456,826) in equivalent liability offsetting the restricted cash comprised of deposits made by customer through the RevoluPAY payment app.

All accounts payable and accrued liabilities for the Company fall due within the next 12 months.

10. CAPITAL STOCK AND RESERVES

Authorized capital stock

Unlimited number of common shares without par value.

Share capital

On August 23, 2023, the Company announced a non-brokered private placement of up to 30,000,000 units ("Unit") at a price of $0.05 each to raise gross proceeds of up to $1,500,000. Each unit consists of one common share and one warrant exercisable to purchase one additional common share at a price of $0.10 each for a period of one year from the date of issuance. On October 10, 2023, the Company completed its non-brokered private placement and issued 30,165,530 units for total proceeds of $1,508,276.

During the year ended May 31, 2023, the Company issued 3,435,500 shares on exercise of options for total proceeds of $733,905.

During the year ended May 31, 2023, the Company issued 1,004,000 shares on exercise of warrants at $0.40 per warrant for total proceeds of $401,600.

During the year ended May 31, 2023, the Company entered into an agreement with a director and officer of the Company, to purchase the VIP Collection. The Company agreed to pay $514,446 for the entire VIP Collection (Notes 8 and 11) and settled the purchase price by allotting and issuing 2,638,184 common shares of the Company at a price of $0.195 per share.

Stock options and warrants

The Company has a stock option plan in place under which it is authorized to grant options to directors, employees and consultants, to acquire up to 10% of issued and outstanding common stock of the Company. The exercise price of each option cannot be lower than the market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of ten years and vest at the discretion of the board.

(Unaudited - Expressed in Canadian Dollars)

10. CAPITAL STOCK AND RESERVES (cont'd…)

Stock option and share purchase warrant transactions are summarized as follows:

	Warrants		Stock Options	
	Number	**Weighted average exercise price**	**Number**	**Weighted average exercise price**
		$		$
Outstanding and exercisable, May 31, 2022	10,995,520	0.400	4,475,000	0.241
Granted	-	-	12,250,000	0.130
Exercised	(1,004,000)	0.400	(3,435,500)	0.214
Cancelled/expired	(56,420)	0.400	(1,501,500)	0.270
Outstanding and exercisable, May 31, 2023	9,935,100	0.400	11,788,000	0.130
Granted	30,165,530	0.100	10,600,000	0.050
Cancelled/expired	(9,935,100)	0.400	(11,788,000)	0.130
Outstanding and exercisable, November 30, 2023	30,165,530	0.100	10,600,000	0.050

The following incentive stock options and share purchase warrants were outstanding at November 30, 2023:

	Number outstanding	**Exercise Price**	**Expiry date**
Stock options:			
	7,600,000	$0.050	August 23, 2025
	2,000,000	$0.050	October 10, 2025
	1,000,000	$0.070	November 20, 2025
	10,600,000	$0.050	

	Number outstanding	**Exercise Price**	**Expiry date**
Warrants:			
	14,400,000	$0.100	September 20, 2024
	15,765,530	$0.100	October 10, 2024
	30,165,530	$0.100	

(Unaudited - Expressed in Canadian Dollars)

10. CAPITAL STOCK AND RESERVES (cont'd…)

Stock options and warrants (cont'd…)

As at November 30, 2023, the weighted average remaining life of the outstanding stock options is 1.78 years (May 31, 2023 – 0.45 years).

Share-based compensation

On August 23, 2023, the Company granted 7,600,000 stock options to directors, officers, and consultants. The stock options have an exercise price of $0.05 and expire on August 23, 2025, resulting in share-based compensation expense using the Black-Scholes option pricing model of $212,072. This amount is recorded as reserves on the consolidated statement of financial position. During the period ended August 31, 2023, the weighted average fair value of the stock options granted was $0.03.

On October 10, 2023, the Company granted 2,000,000 stock options to a director and officer. The stock options have an exercise price of $0.05 and expire on October 10, 2025, resulting in share-based compensation expense using the Black-Scholes option pricing model of $59,804. This amount is recorded as reserves on the consolidated statement of financial position. During the period ended November 30, 2023, the weighted average fair value of the stock options granted was $0.03.

On November 20, 2023, the Company granted 1,000,000 stock options to consultants. The stock options have an exercise price of $0.07 and expire on November 20, 2025, resulting in share-based compensation expense using the Black-Scholes option pricing model of $43,223. This amount is recorded as reserves on the consolidated statement of financial position. During the period ended November 30, 2023, the weighted average fair value of the stock options granted was $0.03.

The following assumptions were used for the Black-Scholes valuation of stock options granted during the period:

	August 23, 2023	**October 10, 2023**	**November 20, 2023**
Risk-free interest rate	4.72%	4.72%	4.41%
Expected life	2 years	2 years	2 years
Annualized volatility	103.69%	113.68%	119.06%
Estimated forfeiture rate	0.00%	0.00%	0.00%
Dividend rate	0.00%	0.00%	0.00%

11. SEGMENTED INFORMATION

The Company's operating segments represent the components of the business whose operating results are reviewed regularly by the Company's chief operating decision makers, which is made up of the Company's senior management.

The Company has the following operating segments for which operating results are regularly reviewed by management:

Travelucion S.L. – Licensed worldwide tour operator facilitator of RevoluVIP travel to +130 countries.

RevoluPAY S.L. – EU PSD2 Licensed Neobank, remittance and payment app designed as a payment platform.

RP Payments S.L. – Management of revenue verticals, central bank approved crypto exchange and storage.

RevoluSEND – Family Remittances and money transfers up to 3000 Euros (or foreign currency equivalent) to 117 countries.

(Unaudited - Expressed in Canadian Dollars)

11. SEGMENTED INFORMATION (cont'd…)

The Company's non-current, non-financial assets are located in the following geographical areas:

November 30, 2023	Canada	Spain	Total
Intangible assets	$ -	$ 514,446	$ 514,446
Property and equipment	$ -	$ 147,096	$ 147,096

May 31, 2023	Canada	Spain	Total
Intangible assets	$ -	$ 514,446	$ 514,446
Property and equipment	$ -	$ 153,781	$ 153,781

12. RELATED PARTY TRANSACTIONS

The Company's related parties include key management personnel and Directors, and companies in which they have control or significant influence over the financial or operating policies of those entities. There were no loans to key management personnel or Directors, or entities over which they have control or significant influence during the periods ended November 30, 2023, and November 30, 2022.

The Company paid or accrued the following to key management during the periods ended November 30, 2023 and 2022:

Key management compensation

	November 30, 2023	November 30, 2022
Consulting fees	$ 246,879	$ 352,163
Administrative	57,502	62,391
Professional fees	44,600	68,000
Share-based compensation (Note 10)	271,876	-
	$ 620,857	$ 482,554

Included in receivables and prepaid expenses as at November 30, 2023 is $nil (May 31, 2023 - $6,200) due from directors and/or their companies.

Included in accounts payable and accrued liabilities as at November 30, 2023 is $175,802 (May 31, 2023 - $10,408) due to directors and/or their companies.

During the period ended November 30, 2023, a director of the Company provided a non-interest-bearing loan of $367,900 to the Company. This loan was fully repaid during the period.

(Unaudited - Expressed in Canadian Dollars)

13. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS

	November 30, 2023	November 30, 2022
Cash paid during the year for interest	$ -	$ -
Cash paid during the year for income taxes	$ -	$ -

During the period ended November 30, 2023, the Company did not have any non-cash investing and financing transactions.

Significant non-cash transactions during the period ended November 30, 2022:

The Company issued 2,638,184 common shares at a value of $514,446 in exchange for intangible assets (VIP Collection).

14. COMMITMENTS

Barcelona lease agreement

The Company (through RevoluPAY S.L.) entered into an office lease agreement with an arm's length party. The Company is obliged to pay 1,290 Euros per month and the lease has been extended until December 2023.

15. SUBSEQUENT EVENTS

On December 12, 2023, RevoluPAY introduces Visa Direct to enable instant P2P payments through RevoluSEND. Visa, one of the world's leading digital payment companies, and RevoluPAY, a wholly owned subsidiary of RevoluGROUP Canada Inc., announce the launch of Visa Direct, a new solution that allows RevoluPAY customers to send and receive money instantly from person to person through RevoluSEND. Consumers can use this solution, which is already operational, throughout the European Economic Area thanks to Visa's global network and RevoluPAY's technology and license.

On December 21, 2023, RevoluGROUP Canada Inc. and Skylink Global S.L. join forces to offer a wide range of services to their customers, demonstrating the power of synergy between financial services and telecommunications. It also underlines both companies' commitment to create solutions that make a real difference in people's lives.

On January 15, 2024, RevoluPAY EP S.L., a wholly owned subsidiary of RevoluGROUP Canada Inc. and MyFullTrip SA, a subsidiary of Vesilen Investment SL, are pleased to announce that they have entered into a non-arms length technology sharing and license transfer Memorandum of Understanding (MOU) that signifies a revolutionary step towards integrating an improved payment solution with loyalty program technology and personalised travel experiences, thereby redefining the customer experience Under the terms of this non-binding MOU, RevoluPAY, MyFullTrip aim to combine their technological proficiencies to offer a comprehensive range of products and payment services. MyFullTrip's loyalty tools for managing subsidy policies, their expertise in the tourism sector and their comprehensive marketplace will be critical elements in this collaboration. This MOU serves as a framework for future agreements and facilitates cooperation, fostering a relationship founded on mutual understanding and respect.